

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In Re

CALPINE CORPORATION, et al.,

x
Chapter II

Case No. 05-60200 (BRL)

(Jointly Administered)

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03088 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03122 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Case No. 1:07-cv-03124 (GBD)

Appellant,

- against -

CALPINE CORPORATION,

Appellee.

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DATE FILED:	MAY 02 2007

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THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03125 (GBD)
Appellant, :
: :
- against - :
: :
CALPINE CORPORATION, :
: :
Appellee. :
-----x
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03126 (GBD)
Appellant, :
: :
- against - :
: :
CALPINE CORPORATION, :
: :
Appellee. :
-----x
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT FOR THE :
HOLDERS OF THE SECOND PRIORITY :
SECURED TERM LOANS, : Case No. 1:07-cv-03127 (GBD)
Appellant, :
: :
- against - :
: :
CALPINE CORPORATION, :
: :
Appellee. -----x

WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03187 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03188 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03189 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03190 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	

WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03191 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03192 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03193 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03194 (GBD)
Appellant,	:	
- against -		:
CALPINE CORPORATION,	:	
Appellee.	:	

-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : **Case No. 1:07-CV-03195 (GBD)**
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : **Case No. 1:07-cv-03196 (GBD)**
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : **Case No. 1:07-cv-03197 (GBD)**
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X

-----X
WILMINGTON TRUST FSB, SOLELY IN :
ITS CAPACITY AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03198 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, : Case No. 1:07-cv-03199 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03200 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X
MANUFACTURERS AND TRADERS :
TRUST COMPANY, AS INDENTURE :
TRUSTEE, : Case No. 1:07-cv-03201 (GBD)
:
Appellant, :
:
- against - :
:
CALPINE CORPORATION, :
:
Appellee. :
-----X

-----x
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDER OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-03202 (GBD)

Appellants, :

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

-----x
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDERS OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-03203 (GBD)

Appellants. :

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees. :

THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF CALPINE CORPORATION, ET AL.,	:	Case No. 1:07-cv-03204 (GBD)
Appellants.	:	
- against -	:	
THE BANK OF NOVA SCOTIA, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE	:	
Appellees.	:	
CALPINE CORPORATION, <u>et al.</u>	:	
Appellant,	:	Case No. 1:07-cv-03266 (GBD)
- against -	:	
WILMINGTON TRUST FSB, <u>et al.</u>	:	
Appellee.	:	
CALPINE CORPORATION,	:	
Appellant,	:	Case No. 1:07-cv- 3267 (GBD)
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON	:	

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TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellee.		:
<hr/>		x
CALPINE CORPORATION,	:	
 Appellant.		:
 - against -		:
 HSBC BANK USA, NATIONAL	:	
ASSOCIATION, AS INDENTURE	:	
TRUSTEE, THE BANK OF NEW YORK,	:	
AS ADMINISTRATIVE AGENT,	:	
WILMINGTON TRUST FSB, AS	:	
INDENTURE TRUSTEE, WILMINGTON	:	
TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellee.		:
<hr/>		x
THE OFFICIAL COMMITTEE OF	:	
UNSECURED CREDITORS OF CALPINE	:	
CORPORATION, ET AL.,	:	
 Appellants.		:
 - against -		:
 HSBC BANK USA, NATIONAL	:	
ASSOCIATION, AS INDENTURE	:	
TRUSTEE, THE BANK OF NEW YORK,	:	
AS ADMINISTRATIVE AGENT,	:	
WILMINGTON TRUST FSB, AS	:	
INDENTURE TRUSTEE, WILMINGTON	:	
TRUST COMPANY, AS ADMINISTRATIVE	:	
AGENT, WILMINGTON TRUST COMPANY,	:	
AS COLLATERAL AGENT, AND	:	
MANUFACTURERS & TRADERS TRUST	:	
COMPANY, AS INDENTURE TRUSTEE,	:	
 Appellees.		:
<hr/>		x

	X
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:
	Case No. 1:07-cv-3264 (GBD)
Appellants.	:
- against -	:
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:
Appellees.	:
	X
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:
	Case No. 1:07-cv-3265 (GBD)
Appellants.	:
- against -	:
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:
Appellees.	:
	X

**STIPULATION AND AGREED ORDER CONSOLIDATING APPEALS FROM
ORDERS OF THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

1. Each of the above appeals shall be consolidated for all purposes.
2. The caption for the consolidated appeals shall be as follows:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr style="border-top: 1px dashed black; border-bottom: 1px solid black; margin-bottom: 5px;"/> In re	:	x
CALPINE CORPORATION, et al.,	:	Chapter 11
	:	Case No. 05-60200 (BRL)
	:	(Jointly Administered)
	:	
<hr style="border-top: 1px dashed black; border-bottom: 1px solid black; margin-bottom: 5px;"/> HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE - TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE	:	
	:	Case No. I:07-cv-03088 (GBD)
	:	
Appellants,	:	
	:	
- against -	:	
CALPINE CORPORATION, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, AND THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS	:	
	:	
Appellees.	:	
	:	

CALPINE CORPORATION, THE OFFICIAL :
 COMMITTEE OF UNSECURED :
 CREDITORS OF CALPINE CORPORATION, :
 AND THE OFFICIAL COMMITTEE OF :
 EQUITY SECURITY HOLDERS, :

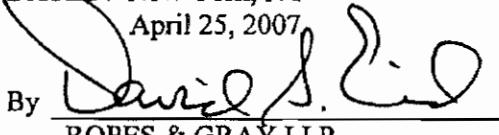
Appellants, :

- against - :

HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :

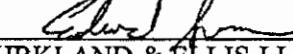
Appellees. :

DATED: New York, NY
 April 25, 2007

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 Guarantee Agreement with respect
 to certain Second Priority Secured
 Institutional Term Loans*

By 

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 Finance Corp., Calpine Corporation,
 and Each of their Debtor Subsidiaries
 and Affiliates Listed in Exhibit 1*

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Trust Company, as Collateral
Agent, and Wilmington Trust
Company, as Administrative Agent
under the Credit and Guarantee
Agreement with respect to certain
First Priority Security Institutional
Term Loans*

By _____

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Trust Company, as Indenture Trustee
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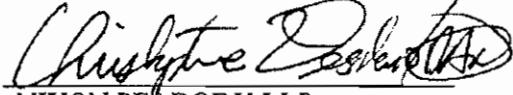
*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

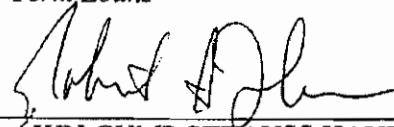
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Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

George B. Daniels
UNITED STATES DISTRICT JUDGE
HON. GEORGE B. DANIELS
Dated: April , 2007
MAY 02 2007
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